

**MARKUS WILLIAMS YOUNG & ZIMMERMANN LLC**

1700 LINCOLN STREET, SUITE 4550  
DENVER, CO 80203  
(303) 830-0800  
www.MarkusWilliams.com  
TAX ID 84-1292298

July 14, 2016

Invoice No.: 92497

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.002 Restructure/Reorganization

**PROFESSIONAL SERVICES:**

|            |     |  | Hours |          |
|------------|-----|--|-------|----------|
| 05/16/2016 | RBL | Draft and Amend Notice of Bankruptcy and Automatic Stay pleadings.   | 2.00  | 250.00   |
|            | JMS | Legal research regarding the effect of the automatic stay upon the third-party claims; conferences with J. Markus, B. Hunsicker and J. Young re next steps in the petition.  | 2.40  | 744.00   |
|            | JTM | Review and revise certain first day Motions (0.8); Call with B. Hunsicker re Motion for expedited hearing and matters re same (0.3).   | 1.10  | 467.50   |
|            | SRR | Review and revise notices of bankruptcy filing; Assist in preparation of filing documents; Review of various first day motions.  | 2.00  | 750.00   |
|            | BTH | Review Corporate Resolution authorizing filing (.1); Prepare, review and revise all First Day Motions (8.1).   | 8.20  | 2,419.00 |
| 05/17/2016 | BTH | Conference call with CEO/CFO to discuss filing (.3); Follow up email and phone conference with M. Long re 341 hearing and related matters with bank accounts and petition preparation (.6); Conference call with Bank to discuss account issues (.3); Field inquiries on case from parties in interest (.6). | 1.80  | 531.00   |
|            | BTH | Review Orders setting hearing on First Day Motions.  | 0.30  | 88.50    |
| 05/18/2016 | JFT | Draft Pro Hac Vice for J. Markus, J. Young and D. Allen and Entry of Appearance for J. Salisbury; Send out all first day motions identified in Court's May 17, 2016 order to parties listed on Limited Service list and draft and file Certificate of Service re same.                                       | 2.50  | 237.50   |
|            | JFY | Continue preparation of various pleadings (1.3); Review and analyze service of process issues (.4); Prepare vendor notice documents (.9); Correspondence and meetings with client to discuss strategies and related issues (.7); Review and analyze tort claim issues (.6).                                  | 3.90  | 1,540.50 |

|            |     |  | Hours |          |
|------------|-----|--|-------|----------|
|            | BTH | Email with UST re appointment of PCO (.1); Research re standards for waiver of PCO (1.8); Email to CEO re PCO analysis (.3); Review correspondence from UST and forward to CEO (.3); Phone conference with T. Copenhaver re general counsel duties (.5); Phone conference with M. Long re issues with vendors and review related correspondence (.7); Address DIP Account issues with CFO and Bank (.8); Interoffice discussions re issues in case (.8); Address various issues in case with CFO (.4).   | 5.70  | 1,681.50 |
| 05/19/2016 | JFY | Review and analyze first day issues.   | 1.40  | 553.00   |
|            | BTH | Review and revise template letter for vendor deposits and forward to CFO (.2); Email with CFO re outstanding case administration issues (.7); Review prior claim lists and compile patient list summary (1.4); Address issues with DIP Account and pre-petition invoices (.8); Review Order requiring additional notice to creditors and address issue internally (.4); Review and revise creditor information (.9); Address various creditor inquiries and vendor inquiries (.6); Research re requirement of a PCO (1.5).   | 6.50  | 1,917.50 |
|            | BTH | Phone and email correspondence with J. Young and J. Markus re outstanding filing issues (.6).  | 0.60  | 177.00   |
| 05/20/2016 | RBL | Draft and revise Notice of Bankruptcy and Automatic stay for Heiser matter   | 1.00  | 125.00   |
|            | BTH | Phone conference with potential financial advisor (.3); Review various inquiries from potential financial advisors (.6).   | 0.90  | 265.50   |
|            | JFY | Prepare claims resolution procedure (1.2); Review and analyze various personal injury claims and issues related thereto (1.4).   | 2.60  | 1,027.00 |
|            | BTH | Phone conference with CEO/CFO re outstanding issues with the bankruptcy filing (.4); Finalize memo summary for purposes of waiving PCO and email the same to CEO and UST (2.3).  | 2.70  | 796.50   |
| 05/21/2016 | BTH | Email to T. Odom re obtaining general counsel.   | 0.10  | 29.50    |
| 05/23/2016 | JFY | Continue preparation of frame work for estimation of personal injury claims or other resolution mechanisms for the personal injury claims.   | 1.30  | 513.50   |
|            | BTH | Email to D. Morse re request for extension to file schedules (.1); Email with M. Long re issues with bank accounts and Medicaid payments and review related correspondence (.3); Research re Nursing Care Facility Assessment Act (.6); Email to D. Morse re payment of pre-petition invoices (.2); Review and revise Motion and Order to appear by Video (.4); Review and revise COS for notice on prior patients (.4); Email to M. Long re approval of revised top 20 unsecured creditors (.1); Phone conference with T. Woznick to address bank account issue (.2); Email to T. Odom re professional liability coverage (.1). | 2.40  | 708.00   |
| 05/24/2016 | BTH | Conference call with J. Young to discuss First Day Motions hearing (.6); Begin preparation for First Day Motions hearing (2.2); Draft and file motion and order to extent time to file schedules (.6).   | 3.40  | 1,003.00 |
|            | BTH | Email with US Trustee re patient care ombudsman (.2); Review and revise various certificates of service for additional service of pleadings (.4).  | 0.60  | 177.00   |

|            |     |   | Hours |          |
|------------|-----|---|-------|----------|
| 05/25/2016 | BTH | Prepare for hearing on First Day Motions (3.2); Attend hearing on First Day Motions (1.0).  | 4.20  | 1,239.00 |
|            | BTH | Review and revise proposed interim orders on First Day Motions (1.6).   | 1.60  | 472.00   |
|            | JFY | Prepare for hearing on first day matters (2.5); Meet with B. Hunsicker and prepare for first day hearings (1.0); Attend first day hearings (1.0).   | 4.50  | 1,777.50 |
|            | JFY | Travel to and from Cheyenne, WY for first day hearings (4.0 billed at 1/2 time).  | 2.00  | 790.00   |
| 05/26/2016 | JFY | Review and analyze court orders entered in response to first day pleadings (.9); Prepare notices and service of process of first day orders (.4).   | 1.30  | 513.50   |
| 05/27/2016 | JFY | Review and analyze various orders entered by the Court re interim relief (.8); Take action to comply with orders and arrange for service of process (1.0); Prepare notice to accompany various orders including utility order (1.3); Continue drafting plan of reorganization (2.7).  | 5.80  | 2,291.00 |
| 05/31/2016 | BTH | Phone conference with CFO/CEO re issues with bankruptcy case (.2); Begin drafting motion to waive PCO requirement (1.8); Review insurance letter for renewal purposes (.2); Email to CEO re retention of special counsel (.1); Review proposed engagement letter for special counsel (.2); Review all First Day Orders and docket entries (1.2).  | 3.70  | 1,091.50 |
|            | JFY | Prepare schedules and related papers (1.2); Conference with creditors re status of various issues (.5).   | 1.70  | 671.50   |
| 06/01/2016 | BTH | Finalize motion to waive PCO and draft related proposed order.  | 3.50  | 1,032.50 |
| 06/02/2016 | BTH | Email with M. Long re various account payable questions.  | 0.20  | 59.00    |
| 06/07/2016 | BTH | Email correspondence from J. Domeika (Physicians Insurance) re obtaining insurance policy.  | 0.20  | 59.00    |
| 06/08/2016 | BTH | Attend conference call with potential new insurance company representatives (0.5); Email to CEO re discussing insurance coverage with possible new insurance carrier (0.1); Interoffice discussions with J. Young re possible committee formation (0.2); Research re competitor participation on unsecured committee (0.4); Email to D. Morse re possible competitor attempting to join committee (0.1); Complete test run with CFO for preparation of 341 meeting (0.3); Research re authorization to complete monthly fee applications (0.4). | 2.00  | 590.00   |
| 06/09/2016 | BTH | Review additional adequate assurance request from Rainbow Gas and discuss the same with M. Long (.5); Emails to S. Kogseng (Rainbow Gas) re request for additional adequate assurance (.2); Email to M. Long re questions with claims bar date (.1).  | 0.80  | 236.00   |
| 06/10/2016 | BTH | Discuss structure of Plan with J. Young (.2); Email to D. Morse re payment of ordinary course professionals and discuss the same with J. Young (.2); Draft Motion to Retain CKKK and proposed order (2.1).  | 2.50  | 737.50   |

|            |     |  | Hours |          |
|------------|-----|--|-------|----------|
| 06/13/2016 | BTH | Review CKKK engagement letter (.2); Draft motion to retain CKKK and proposed order and draft declaration (1.7); Research re employment of day-to-day professionals (.5); Email draft retention documents to T. Copenhaver (.1); Email from S. Kopseng (Rainbow Gas) re additional assurance for utilities (.1).  | 2.60  | 767.00   |
| 06/15/2016 | BTH | Email to T. Copenhaver re retention of day-to-day professionals (.1); Email from D. Morse re employment of ordinary course professionals (.1); Interoffice discussions re status of pending issues (.4); Email to/from D. Morse re monthly fee applications (.1); Review docket, emails, etc., to establish an "open-items" list and circulate internally (.4); Review response from S. Kopseng (Rainbow Gas) re additional assurances for utilities and respond accordingly (.3); Interoffice discussion with J. Young re case status (.2); Phone conference with M. Long re filing monthly operating report (.1); Phone conference with T. Woznick to discuss case (.4).                       | 2.10  | 619.50   |
|            | BTH | Review and respond to email from M. Long re use of cash collateral to address concern from Office Depot.   | 0.20  | 59.00    |
|            | JFY | Review and analyze various upcoming deadline issues; Prepare to meet same.   | 0.70  | 276.50   |
| 06/17/2016 | BTH | Review emails from T. Currier (Northern WY Surgical Center) and respond accordingly (.2); Review automatic stay provisions (.2).   | 0.40  | 118.00   |
| 06/20/2016 | BTH | Draft initial motion for payment of ordinary course professionals and proposed order (1.8); Review files to determine ordinary course professionals (.3).  | 2.10  | 619.50   |
|            | DDA | Team meeting re upcoming tasks and assignments re claims estimation, plan, professionals and bad faith insurance issues.   | 0.60  | 186.00   |
|            | BTH | Review Termination Notice from Bank and discuss the same with M. Long and T. Woznick (.6); Email to M. Long re review of Proof of claims (.1).   | 0.70  | 206.50   |
|            | BTH | Interoffice call to discuss open issues with case.   | 0.50  | 147.50   |
|            | JMS | Conference with J. Young, B. Hunsicker, and D. Allen re next steps in bankruptcy case.   | 0.30  | 93.00    |
|            | JFY | Review and analyze open issues and strategies to resolve same.   | 1.00  | 395.00   |
| 06/21/2016 | BTH | Phone/Email correspondence with M. Long to address retention of ordinary course professionals (.4); Advise CEO of formation of Committee (.1); Address motion to retain ordinary course professionals with US Trustee (.2); Email to M. Long re patient refunds (.1); Address motion to retain ordinary course professionals internally (.3); Finalize motion to retain ordinary course professionals (1.7); Review motion of appointment of committee (.1); Review dockets and orders in other cases authorizing employment of ordinary course professionals (.9); Phone conference with B. Marvel re ordinary course professionals (.2); Phone conference with T. Woznick re case update (.1). | 4.10  | 1,209.50 |

|                       |     |   | Hours  |           |
|-----------------------|-----|---|--------|-----------|
| 06/22/2016            | BTH | Telephone conference with M. Long re charitable contributions (.1); Email to CEO/CFO and other parties re motion to retain ordinary course professionals (.1); Follow up emails with T. Copenhaver re retention of ordinary course professionals (.3); Discuss open issues with J. Markus and J. Young (.2).  | 0.70   | 206.50    |
|                       | BTH | Review Rainbow Gas correspondence (.3); Review Interim Utility Order (.2); Draft letter agreement to memorialize additional adequate assurances for Rainbow Gas (.8); Email letter agreement to S. Kopseng (.1).  | 1.40   | 413.00    |
| 06/23/2016            | BTH | Review Order waiving PCO and advise client (0.2); Interoffice discussions re Claims Estimation Motion (0.2).  | 0.40   | 118.00    |
| 06/24/2016            | BTH | Email to M. Long re intentions with contract with Equiscript (.1); Review Entry of Appearance (Birnborg) (.1); Begin research re possible IME physicians for claims estimation process (.3).  | 0.50   | 147.50    |
| 06/28/2016            | BTH | Review motion to appear (.1); Review Joinder filed by Healthtech to Debtor's motion to enforce stay (.1); Review prior first day orders and motions and draft proposed final orders for filing (1.8); Review files and Schedules to determine documents responsive to Committee request (.4).   | 2.40   | 708.00    |
|                       | BTH | Review and address correspondence from North Platte Pathology (.2); Phone conference with J. Young to address outstanding issues (.2); Phone conference with C. Caby to address issues with Hospital District (.4); Phone conference with T. Woznick to address submitting final order on cash collateral (.1); Email with M. Long to address physician recruitment (.1).   | 1.00   | 295.00    |
| 06/29/2016            | JOM | Conference(s) with S. Rider re arguments and strategy pertaining to 2004 exam.  | 0.40   | 118.00    |
|                       | BTH | Phone and email correspondence with M. Long re addressing Siemens vendor issue (.4); Phone and email correspondence with C. Rudloff re addressing Siemens vendor issue (.4); Review Siemens deposit letter (.1); Discuss case issues with J. Young (.3); Review pleadings and docket to determine open items to address (.6); Review Spencer Fane notice of appearance (.1); Advise J. Young on Siemens issue (.1).   | 2.00   | 590.00    |
| 06/30/2016            | BTH | Email to M. Long re employment of Pathologist (.1); Research re composition of committee representatives and potential for conflicts (1.1); Review various entry of appearances (.6); Review letter from T. Copenhaver and discuss with J. Markus (.4); Research re liquidation analysis for plan confirmation purposes (.3); Interoffice discussions re pending issues with case (.4); Review compliance order (.1); Review motions to appear by telephone (.2); Review pro hac motions (.4); Review final orders on first day motions (.2); Review Joinder filed by Hospital District (.2). | 4.00   | 1,180.00  |
| <b>TOTAL SERVICES</b> |     |   | 115.50 | 36,035.00 |
| <b>EXPENSES:</b>      |     |   |        |           |
|                       |     | Photocopies   |        | 3,034.20  |
|                       |     | Online research   |        | 1,273.04  |
|                       |     | Postage   |        | 1,088.11  |
|                       |     | Out-of-town travel  |        | 279.39    |

|                                       |                           |
|---------------------------------------|---------------------------|
| Court fees                            | 40.10                     |
| Recording fees                        | 1,717.00                  |
| Overnight delivery                    | 458.81                    |
| Conference calls                      | 15.96                     |
| <b>TOTAL EXPENSES</b> Thru 06/30/2016 | <u>7,906.61</u>           |
| <b>TOTAL THIS INVOICE</b>             | 43,941.61                 |
| <b>TOTAL OUTSTANDING INVOICES</b>     | <u><u>\$43,941.61</u></u> |

Your trust account balance is

|                 |              |
|-----------------|--------------|
| Opening Balance | \$228,501.20 |
| Closing Balance | \$228,501.20 |

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July 14, 2016

Invoice No.: 92498

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.004 Cash Collateral

**PROFESSIONAL SERVICES:**

|                                   |     |  | Hours |                 |
|-----------------------------------|-----|--|-------|-----------------|
| 06/09/2016                        | BTH | Review budget analysis from M. Long for purposes of complying with stipulated order for use of cash collateral with Bank (.3); Email to T. Woznick re budget analysis (.1).                      | 0.40  | 118.00          |
| 06/29/2016                        | BTH | Review order rescheduling hearing on cash collateral and discuss the same with T. Woznick (.2); Review prior orders on cash collateral (.4); Draft revised final order for cash collateral (.3); | 0.90  | 265.50          |
| 06/30/2016                        | BTH | Review and finalize final order for use of cash collateral.  | 0.20  | 59.00           |
| <b>TOTAL SERVICES</b>             |     |  | 1.50  | 442.50          |
| <b>TOTAL THIS INVOICE</b>         |     |  |       | 442.50          |
| <b>TOTAL OUTSTANDING INVOICES</b> |     |  |       | <u>\$442.50</u> |

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July 14, 2016

Invoice No.: 92499

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.005 Schedules and SOFA

**PROFESSIONAL SERVICES:**

|            |     |  | Hours |          |
|------------|-----|--|-------|----------|
| 05/16/2016 | DDA | Review vehicle titles.   | 0.60  | 186.00   |
| 05/17/2016 | BTH | Interoffice discussions re top twenty creditor list (1.3); Review and research files for preparing top twenty creditor list (1.8); Review notice pleadings (.3).                   | 3.40  | 1,003.00 |
|            | DDA | Review contracts > 50 k; Begin review of contracts > 5 years.  | 4.20  | 1,302.00 |
|            | JFT | Additional revisions to 20 Largest Creditor matrix; Draft Notice of Filing of 20 Largest and Limited Service List.   | 4.50  | 427.50   |
| 05/22/2016 | JMS | Continue review and analysis of contracts for inclusion in statements and SOFAs.   | 1.50  | 465.00   |
| 05/23/2016 | BTH | Interoffice discussions with J. Tokuoka re addressing various orders from the Court and revising mailing matrixes and list of top 20 creditors.                                    | 1.20  | 354.00   |
| 05/24/2016 | BTH | Phone conference with CEO/CFO re First Day hearing (.3); Review revised top 20 list and limited service list and revise accordingly (1.3).   | 1.60  | 472.00   |
|            | JFT | Update Schedule F by comparing Version 1 (without patient information) and Version 2 (with patient information) in preparation of filing sealed version of Schedule F.             | 1.50  | 142.50   |
| 05/25/2016 | JMS | Continue review of contracts for schedules and SOFA.   | 1.10  | 341.00   |
|            | JFT | Continue update of Schedule F by comparing Version 1 (without patient information) and Version 2 (with patient information) in preparation of filing sealed version of Schedule F. | 5.00  | 475.00   |
| 05/26/2016 | JMS | Continue review of contracts for SOFA and schedules.   | 1.20  | 372.00   |
| 05/31/2016 | JMS | Continue review and analysis of contracts for inclusion in SOFA and schedules.   | 3.30  | 1,023.00 |



|            |     |   | Hours |          |
|------------|-----|---|-------|----------|
|            | BTH | Review and revise Master Contract List for executory contracts and the Schedule Task List (1.6).  | 1.60  | 472.00   |
| 06/01/2016 | DDA | Chapter 11 Team meeting re preparation of Schedules and Statement of Financial Affairs;   | 0.80  | 248.00   |
|            | BTH | Interoffice discussions with J. Tokuoka re completing schedules (.8); Prepare schedule checklist and circulate to parties (.6).   | 1.40  | 413.00   |
|            | JMS | Conference with J. Young re finalizing schedules and SOFAs; continue review of executory contracts for inclusion in schedules.  | 4.30  | 1,333.00 |
|            | DDA | Continued review of executory contracts for Schedule G.   | 2.60  | 806.00   |
|            | DDA | Telephone conference(s) with J. Salisbury and B. Hunsicker re status of review of executory contracts and use of an attachment for Schedule G.  | 0.30  | 93.00    |
|            | JFY | Review and analyze schedules and revision to same.  | 0.90  | 355.50   |
|            | BTH | Interoffice conference call to address schedules (0.6); Email to/from M. Long re schedules and related creditor issues (0.6).   | 1.20  | 354.00   |
|            | JFT | Continue work on Schedule F.  | 5.00  | 475.00   |
| 06/02/2016 | JMS | Continue review and analysis of contracts for inclusion in Schedules.   | 3.50  | 1,085.00 |
|            | BTH | Phone and email with D. Allen re review of certain executory contracts (.4); Begin review of various executory contracts for purposes of drafting schedules (1.8); Review Master Executory Contract List and revise accordingly (2.3); Begin review of Schedule F (1.4); Interoffice discussions with J. Tokuoka re schedule preparation (.8).  | 6.80  | 2,006.00 |
|            | DDA | Update Executory Contract list for provider agreements, contracts over 50k and contracts over 5 years.  | 0.70  | 217.00   |
|            | JFY | Review, analyze and revise statement and schedules.   | 1.30  | 513.50   |
|            | JFT | Continue work on Schedules.   | 6.50  | 617.50   |
| 06/03/2016 | JMS | Continue review and analysis of contracts to be included in list of executory contracts in Schedules.   | 3.50  | 1,085.00 |
|            | BTH | Finalize review of "miscellaneous legal contracts" for purposes of drafting schedules (2.8); Review and revise Master Executory Contract List and create related exhibits (2.2); Phone and email with J. Salisbury re review of various executory contracts (.5); Review and propose final revisions for Schedule F (1.5); Email and phone correspondence with J. Tokuoka and M. Long re drafting of Schedules (1.9). | 8.90  | 2,625.50 |
|            | JFY | Review, analyze and make revisions/comments to schedules.   | 1.00  | 395.00   |
|            | JFT | Revisions to Schedules and SOFA.  | 4.00  | 380.00   |

|                                   |     |   | Hours  |                    |
|-----------------------------------|-----|---|--------|--------------------|
| 06/04/2016                        | BTH | Final review of Form 206A/B and forward proposed revisions to M. Long and J. Tokuoka.   | 1.40   | 413.00             |
| 06/05/2016                        | JFT | Revisions to Schedule F and SOFA.   | 3.00   | 285.00             |
| 06/06/2016                        | BTH | Emails to/from M. Long re completion of Schedules and SOFA (1.3); Email to/from J. Tokuoka and phone conferences re completion of Schedules (2.8); Email to R. DiFelice re pre petition payments for purposes of completing Schedules (.1); Complete checklist for Schedules (.3); Review and revise 90-day payments to vendors (.6); Review, revise and finalize Schedules and SOFA (2.5). | 7.60   | 2,242.00           |
|                                   | JFY | Continue review and revise schedules and statement of financial affairs and review issues related thereto.  | 1.90   | 750.50             |
|                                   | JFT | Additional revisions to schedules, SOFA and other documents to be filed; Finalize and file same.  | 9.00   | 855.00             |
| 06/07/2016                        | BTH | Review filed Schedules and SOFA (.3).   | 0.30   | 88.50              |
| 06/27/2016                        | JFT | Work on Schedule F (with Patients).   | 3.00   | 285.00             |
| <b>TOTAL SERVICES</b>             |     |   | 109.60 | 24,956.00          |
| <b>TOTAL THIS INVOICE</b>         |     |   |        | 24,956.00          |
| <b>TOTAL OUTSTANDING INVOICES</b> |     |   |        | <u>\$24,956.00</u> |

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July 14, 2016

Invoice No.: 92500

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.006 Required Meetings

**PROFESSIONAL SERVICES:**

|                                   |     |  | Hours |                 |
|-----------------------------------|-----|--|-------|-----------------|
| 06/07/2016                        | BTH | Prepare client for initial interview with US Trustee (.2); Review documents submitted for Initial Financial Report (.3); Attend initial interview with US Trustee (.4).  | 0.90  | 265.50          |
| 06/09/2016                        | BTH | Prepare for first meeting of creditors (1.0); Phone conference with M. Long to address first meeting of creditors (.3); Attend first meeting of creditors (.3); Advise J. Young re attendance at 341 meeting (.1). | 1.70  | 501.50          |
| <b>TOTAL SERVICES</b>             |     |  | 2.60  | 767.00          |
| <b>TOTAL THIS INVOICE</b>         |     |  |       | 767.00          |
| <b>TOTAL OUTSTANDING INVOICES</b> |     |  |       | <u>\$767.00</u> |

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July 14, 2016

Invoice No.: 92501

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.007 Required Reports

**PROFESSIONAL SERVICES:**

|                                   |     |   | Hours |                   |
|-----------------------------------|-----|---|-------|-------------------|
| 06/01/2016                        | BTH | Review documents for Initial Financial Report and submit the same to the UST (1.8).   | 1.80  | 531.00            |
| 06/19/2016                        | BTH | Review Monthly Operating Report for May 2016 and related documents (1.5); Email to M. Long re suggested revisions to Monthly Operating Report (.2). | 1.70  | 501.50            |
| 06/20/2016                        | BTH | Review revised documents for May 2016 Monthly Operating Report (1.2); Email to M. Long re questions with Monthly Operating Report (.1).             | 1.30  | 383.50            |
| <b>TOTAL SERVICES</b>             |     |   | 4.80  | 1,416.00          |
| <b>TOTAL THIS INVOICE</b>         |     |   |       | 1,416.00          |
| <b>TOTAL OUTSTANDING INVOICES</b> |     |   |       | <u>\$1,416.00</u> |

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July 14, 2016

Invoice No.: 92502

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.008 Claims

**PROFESSIONAL SERVICES:**

|            |     |   | Hours |        |
|------------|-----|---|-------|--------|
| 05/20/2016 | BTH | Phone conference with Sysco re payment of prepetition debt and discuss the same with M. Long (.4); Email correspondence with M. Long and Weatherby re payment of pre-petition debt (.3); Email correspondence with McKesson re payment of 20-day vendor claim (.1); Interoffice discussions and email with M. Long re top twenty list (.7). | 1.50  | 442.50 |
| 05/23/2016 | BTH | Review entry of appearance and Proof of claim filed by Stryker Instruments (.3).  | 0.30  | 88.50  |
| 05/31/2016 | BTH | Review various Proof of claims and discuss the same with M. Long (.3).  | 0.30  | 88.50  |
| 06/01/2016 | JFY | Prepare claims resolution and estimation process.   | 0.80  | 316.00 |
| 06/05/2016 | JFY | Review and analyze issues re claim estimations procedures; Begin outline of possible estimation process.  | 0.90  | 355.50 |
|            | JFY | Review and analyze legal research re authority and statutory underpinnings for claim estimation process.  | 1.40  | 553.00 |
| 06/15/2016 | BTH | Phone and email correspondence with J. Stanczak (Epiphany) re issues with claim amount (.2).  | 0.20  | 59.00  |
| 06/17/2016 | JFY | Review and analyze estimation procedures and issues involving personal injury claims.   | 1.00  | 395.00 |
| 06/20/2016 | JFY | Review and analyze issues involving personal injury claims and possible estimation of same.   | 1.20  | 474.00 |
| 06/22/2016 | BTH | Phone conference with K. Nichols (Equiscript) re continuation of services (.2).   | 0.20  | 59.00  |
|            | JFY | Review and analyze personal injury claim issues and potential estimation of same.   | 1.00  | 395.00 |
| 06/23/2016 | BTH | Review and revise Claims Estimation Motion and email the same to J. Young.  | 2.60  | 767.00 |

|                                   |     |  | Hours |                    |
|-----------------------------------|-----|--|-------|--------------------|
|                                   | JFY | Review and analyze case law and legal authority regarding estimation of claims in bankruptcy case with particular emphasis on estimation of personal injury claims for voting purposes (1.8); Review and analyze other cases in which cases have been estimated and the procedures employed in those cases (1.3); Prepare draft estimation motion (1.5); Prepare outline of estimation procedures (.3).  | 4.90  | 1,935.50           |
| 06/24/2016                        | BTH | Review and revise Claims Procedures (1.3); Phone conference with J. Young to discuss Claims Procedures (.3).   | 1.60  | 472.00             |
|                                   | JFY | Continue to review and analyze various cases involving the estimation of personal injury claims and issues related thereto (.8); Prepare for conference call with committee and PI counsel to discuss same (.7); Continue to prepare estimation procedures (.8); Continue to prepare claims estimation motion (1.3); Review and analyze other cases in which estimation procedures were used and the procedures employed in those cases (1.8); Prepare various exhibits and questionnaires to be used by the personal injury claimants in estimating their claims (2.7). | 8.10  | 3,199.50           |
| 06/27/2016                        | BTH | Phone conference with CEO/CFO re claims estimation process (.5); Interoffice discussions with J. Young re claims estimation process and moving case forward (.6).  | 1.10  | 324.50             |
|                                   | BTH | Review and revise exhibits for claims estimation motion (1.8); Revise Motion to Approve Claims Estimation Procedures and email the same to J. Young (.3).  | 2.10  | 619.50             |
|                                   | JFY | Prepare for call with client to discuss claims estimation procedures (.6); Conference with client to discuss claims estimation procedures (.5); Review and revise current estimation procedures to address client's concerns (.7).   | 1.80  | 711.00             |
| 06/28/2016                        | BTH | Review final estimation procedures and motion.   | 0.30  | 88.50              |
|                                   | JFY | Review and revise claim estimation procedures (.9); Review and analyze other cases in which claims estimation procedures were used (.7); Prepare motion to approve claims estimation procedures (.8); Review and analyze case law re parameters of court's authority to estimate claims (.9); Correspondence with committee and counsel for personal injury claimants re estimation procedures (.5).   | 3.80  | 1,501.00           |
| 06/29/2016                        | JFY | Correspondence with committee counsel re estimation procedures and review and revise same (.5).  | 0.50  | 197.50             |
| <b>TOTAL SERVICES</b>             |     |  | 35.60 | 13,042.00          |
| <b>TOTAL THIS INVOICE</b>         |     |  |       | 13,042.00          |
| <b>TOTAL OUTSTANDING INVOICES</b> |     |  |       | <u>\$13,042.00</u> |

PAYABLE UPON RECEIPT

**MARKUS WILLIAMS YOUNG & ZIMMERMANN LLC**

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DENVER, CO 80203  
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July 14, 2016

Invoice No.: 92503

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.009 Executory Contracts

**PROFESSIONAL SERVICES:**

|            |     |   | Hours |                 |
|------------|-----|---|-------|-----------------|
| 06/07/2016 | BTH | Review agreement and related documents regarding PVIHS.                                 | 0.40  | 118.00          |
| 06/29/2016 | BTH | Email to C. Caby re request for additional leases with Hospital District.               | 0.10  | 29.50           |
|            | JFY | Review and analyze various open issue including lease issues and other contract issues. | 0.90  | 355.50          |
|            |     | <b>TOTAL SERVICES</b>   | 1.40  | 503.00          |
|            |     | <b>TOTAL THIS INVOICE</b>   |       | 503.00          |
|            |     | <b>TOTAL OUTSTANDING INVOICES</b>   |       | <u>\$503.00</u> |

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July 14, 2016

Invoice No.: 92504

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.010 Creditors Committee

**PROFESSIONAL SERVICES:**

|            |     |  | Hours |                   |
|------------|-----|--|-------|-------------------|
| 06/22/2016 | BTH | Introduction call with counsel for Committee.  | 0.20  | 59.00             |
| 06/27/2016 | BTH | Prepare for call with Committee counsel (.2); Conference call with Committee counsel to discuss upcoming filings (.6).   | 0.80  | 236.00            |
|            | JFY | Prepare for call with committee counsel and counsel for personal injury claimants to discuss various issues in the case (.7); Participate in call with committee and counsel for the personal injury claimants (.8); Conference with S. Rider and B. Hunsicker to coordinate various open issues in the case (.5).   | 1.90  | 750.50            |
| 06/28/2016 | BTH | Email correspondence from Committee counsel re request for documents.  | 0.10  | 29.50             |
| 06/29/2016 | BTH | Review Hospital District leases in preparation of sending to Committee counsel (.7); Review Master file list to determine leases with Hospital District and reconcile the same with SOFA (.3); Review Debtor's current D&O policy (.3); Email documents to Committee counsel (.1); Email to J. Cronin re request for prior year D&O policies (.1); Review prior years D&O policies and forward the same to Committee counsel (.7). | 2.20  | 649.00            |
| 06/30/2016 | SRR | Telephone conference(s) with attorney for creditor committee.  | 0.50  | 187.50            |
|            |     | <b>TOTAL SERVICES</b>  | 5.70  | 1,911.50          |
|            |     | <b>TOTAL THIS INVOICE</b>  |       | 1,911.50          |
|            |     | <b>TOTAL OUTSTANDING INVOICES</b>  |       | <u>\$1,911.50</u> |

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TAX ID 84-1292298

July 14, 2016

Invoice No.: 92509

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.012 Tort Litigation

**PROFESSIONAL SERVICES:**

|            |     |  | Hours |          |
|------------|-----|--|-------|----------|
| 05/16/2016 | DDA | Post Filing: Review 19 page letter to three plaintiffs' counsel re reasons why Beacon One denial of coverage is improper.  | 1.20  | 372.00   |
|            | JTM | Emails with Plaintiffs' counsel re pending litigation and depositions (0.3); Call with lead tort counsel re bankruptcy filing and matters going forward (0.7); consider strategy for dealing with tort claims and maximizing recovery (0.3); Email to lead counsel with contact from Listeria cases (0.2).       | 1.50  | 637.50   |
|            | BTH | Phone and email correspondence with Plaintiff counsel and related parties re status of bankruptcy filing.  | 1.40  | 413.00   |
| 05/17/2016 | JTM | Review filings by Plaintiffs counsel in state court action and consider automatic stay issues pertaining to same (0.6); Review letter from defense counsel summarizing and analyzing insurance coverage issues (1.3); Call will S. Rider re insurance issues and potential work around to policy defenses (0.3). | 2.20  | 935.00   |
|            | BTH | Review and finalize bankruptcy notices (.8); Interoffice discussions re status of tort litigation (.4); Email correspondence with Plaintiff counsel and related parties re automatic stay issues (.6).   | 1.90  | 560.50   |
|            | JFY | Prepare various pleadings in case (2.3); Review and analyze tort claims and issues related thereto (1.4).  | 3.70  | 1,461.50 |
|            | JMS | Legal research in support of and begin drafting Motion to Enforce automatic stay.  | 4.80  | 1,488.00 |
|            | SRR | Review of order (0.3); Conference(s) with J. Young re various critical litigation issues (0.2); Research valuation question (0.3); Research issue on affect of stay on third parties and conference(s) with J. Salisbury re same (0.5).  | 1.30  | 487.50   |
| 05/18/2016 | BTH | Review final bankruptcy notices for tort litigation (.8); Email to Plaintiff counsel re filing of bk notices (.2); Email with R. Royal re stay issues (.1); Review various contracts with co-defendants to determine indemnification provisions (.8).  | 1.90  | 560.50   |

|            |     |  | Hours |          |
|------------|-----|--|-------|----------|
|            | RBL | Revise Litigation Summary and create Patients' Attorney of Record list.  | 2.00  | 250.00   |
|            | JMS | Draft Motion for Extension of Automatic Stay.  | 6.80  | 2,108.00 |
|            | SRR | Correspondence with B. Hunsicker re first day motions (0.2); Review of additional notices of claims (0.4); Conference(s) with paralegal on set up on litigation summary nand chart (0.2).  | 0.80  | 300.00   |
| 05/19/2016 | BTH | Phone and email correspondence with R. Krause re additional post-petition filing in tort litigation (.6).  | 0.60  | 177.00   |
|            | SRR | Review of additional complaints.   | 0.40  | 150.00   |
| 05/20/2016 | BTH | Telephone conference with G. Powers re status of tort litigation (.3); Review bk notices and determine additional notice to be drafted (.4); Review final bk notice and email to G. Powers (.2); Interoffice discussions with R. Little re bk notices (.2); Review post-petition filing in tort litigation (.4).   | 1.50  | 442.50   |
|            | SRR | Research valuation issues and estimation of claims against hospital.   | 0.50  | 187.50   |
| 05/23/2016 | BTH | Phone conference with R. Royal to discuss case (.3); Review various entry of appearances by R. Royal (.4); Email with B. Marvel re payment on UMIA cases (.2); Phone conference with J. Salisbury re motion to extend stay (.4); Review and revise Motion to Extend Stay (.8).   | 2.10  | 619.50   |
|            | JMS | Review and revise the Motion to Enforce Automatic Stay. Prepare to file.   | 3.80  | 1,178.00 |
| 05/24/2016 | BTH | Review and finalize motion to enforce or extend the automatic stay (1.6); Review and revise proposed order on motion to enforce or extend automatic stay (.2); Interoffice discussions with J. Salisbury re enforcement of stay (.3); Email to Plaintiff's counsel re motion to enforce the stay (.1); Remove pleadings filed (or to be filed) in state court litigation (.6); Email Plaintiff's counsel re actions in start court litigation (.1); Review email correspondence from Plaintiff's counsel and related parties (.8); Phone conference with G. Powers re state court litigation (.2). | 3.90  | 1,150.50 |
|            | BTH | Review email correspondence from Plaintiff's counsel and respond accordingly (.3).   | 0.30  | 88.50    |
| 06/07/2016 | BTH | Phone conference with S. Ortiz re pending litigation not involving Dr. Hansen (.1); Review past correspondence from T. Copenhaver re summary of tort litigation (.5).  | 0.60  | 177.00   |
| 06/09/2016 | JMS | Review objection to motion to extend stay; conference with B. Hunsicker re filing of Reply re same.  | 0.60  | 186.00   |
|            | BTH | Review response to Motion to Enforce or Extent Stay and discuss the same with J. Salisbury (.5); Email and phone correspondence with C. Caby re response to Motion to Enforce or Extent Stay (.2); Email from T. Copenhaver re concerns with response to Motion to Enforce or Extent Stay (.1).  | 0.80  | 236.00   |
| 06/10/2016 | JFY | Review and analyze personal injury claim issues and process for gaining acceptance of plan by PI attorneys.  | 0.50  | 197.50   |

|                           |     |   | Hours |           |
|---------------------------|-----|---|-------|-----------|
| 06/14/2016                | BTH | Interoffice call to discuss pending stay relief matters.  | 0.30  | 88.50     |
| 06/15/2016                | JFY | Review and analyze issues involving resolution of disputes involving personal injury claims and possible estimation of same.  | 0.90  | 355.50    |
| 06/17/2016                | BTH | Email to R. Royal re update call.   | 0.10  | 29.50     |
| 06/20/2016                | BTH | Email to R. Royal re discussing case.   | 0.10  | 29.50     |
| 06/21/2016                | JMS | Correspondence with B. Hunsicker re procedures and strategy for court hearing on motion to extend automatic stay.   | 0.20  | 62.00     |
| 06/22/2016                | JMS | Begin legal research to prepare for Reply to Motion for extension of automatic stay.  | 2.20  | 682.00    |
| 06/27/2016                | BTH | Review all Entry of Appearances by R. Royal (.5); Reconcile pre-petition tort complaints involving Dr. Hansen and other physicians (.6); Create summary of pre-petition tort litigation involving Dr. Hansen (.3); Confirm tort cases settlement pre-petition with M. Long (.1); Email to T. Copenhagen re request for initial disclosures in tort litigation (.1). | 1.60  | 472.00    |
|                           | JMS | Legal research and analysis for Reply to Response to Motion to Enforce Scope of Automatic Stay.   | 3.50  | 1,085.00  |
|                           | SRR | Review of insurance policies; conference(s) with J. Young and B. Hunsicker; Telephone conference(s) with attorneys for personal injury claimants.   | 2.10  | 787.50    |
| 06/28/2016                | JMS | Continue legal research in support of Reply to Motion for Extension of Automatic Stay.  | 3.60  | 1,116.00  |
|                           | BTH | Review initial disclosures provided by insurers related to declaratory judgment action (.3); Phone conference with J. Salisbury to discuss reply to Plaintiffs' response to motion to enforce stay (.3); Review background letter addressing history of insurance claim denials (.8).   | 1.40  | 413.00    |
| 06/29/2016                | JMS | Draft Reply to Response to Motion for Extension of Automatic Stay.  | 4.50  | 1,395.00  |
|                           | BTH | Review and revise reply to Plaintiffs' response to motion to enforce or extend stay and send revisions to J. Salisbury (1.1).   | 1.10  | 324.50    |
| 06/30/2016                | JMS | Continue revising and Finalizing Reply to Motion to Extend Stay; file same.   | 3.80  | 1,178.00  |
|                           | BTH | Additional review and revisions to reply to plaintiffs' response to motion to extend stay (.4).   | 0.40  | 118.00    |
|                           | SRR | Review of motion and conference(s) with Jennifer re hearing on motion for scope of stay; conference(s) with John Young re same.   | 0.60  | 225.00    |
| <b>TOTAL SERVICES</b>     |     |   | 71.50 | 22,724.50 |
| <b>TOTAL THIS INVOICE</b> |     |   |       | 22,724.50 |

**TOTAL OUTSTANDING INVOICES**

**\$22,724.50**

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July 14, 2016

Invoice No.: 92506

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.013 Insurance Issues

**PROFESSIONAL SERVICES:**

|            |     |  | Hours |          |
|------------|-----|--|-------|----------|
| 05/31/2016 | JFY | Review and analyze insurance issues and conference with client re same.  | 0.90  | 355.50   |
| 06/08/2016 | JFY | Conference with insurance companies and renewal of insurance policy for hospital.  | 1.00  | 395.00   |
| 06/20/2016 | MTF | Review district court complaint, responsive pleadings, related insurance policies and correspondence.  | 2.30  | 678.50   |
|            | MTF | Research and review case law re applicable bad faith insurance settlement issues.  | 1.00  | 295.00   |
| 06/21/2016 | JFY | Review and analyze insurance issues; Conference with client re same; Conference with insurance broker.   | 1.50  | 592.50   |
| 06/24/2016 | JMS | Research and analysis re the filing of a 2004 examination as to the insurance companies; Review insurance policies and begin to determine validity of insurance carriers' refusal to cover claims.   | 1.60  | 496.00   |
| 06/27/2016 | SRR | Review of insurance policies; conference(s) with J. Young and B. Hunsicker; Telephone conference(s) with attorneys for personal injury claimants.  | 2.10  | 787.50   |
| 06/29/2016 | SRR | Research issues on the "related to" language in insurance policy (1.0); Review and revise motion for 2004 examination (1.1); Conference(s) with J. Salisbury and review reply to response on motion for stay (0.3); Research issues on insurance companies defenses (1.9). | 4.30  | 1,612.50 |
| 06/30/2016 | JMS | Analysis of coverage under the Beacon and UMIA policies.   | 1.60  | 496.00   |
|            | JFY | Review and analyze issues involving malpractice coverage issues; Correspondence with malpractice carriers re same (1.5); Continue to review malpractice issues and strategies for resolving same (.8).   | 2.30  | 908.50   |
|            | SRR | Work on memo for insurance coverage and research Wyoming law relating thereto.   | 1.00  | 375.00   |

|                       | Hours |          |
|-----------------------|-------|----------|
| <b>TOTAL SERVICES</b> | 19.60 | 6,992.00 |

**EXPENSES:**

|                                       |  |        |
|---------------------------------------|--|--------|
| Online research                       |  | 100.57 |
| <b>TOTAL EXPENSES</b> Thru 06/30/2016 |  | 100.57 |

|                           |  |          |
|---------------------------|--|----------|
| <b>TOTAL THIS INVOICE</b> |  | 7,092.57 |
|---------------------------|--|----------|

|                                   |  |                   |
|-----------------------------------|--|-------------------|
| <b>TOTAL OUTSTANDING INVOICES</b> |  | <u>\$7,092.57</u> |
|-----------------------------------|--|-------------------|

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TAX ID 84-1292298

July 14, 2016

Invoice No.: 92507

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.014 Plan and Disclosure Statement

**PROFESSIONAL SERVICES:**

|            |     |  | Hours |                   |
|------------|-----|--|-------|-------------------|
| 05/19/2016 | JFY | Prepare plan of reorganization.  | 2.90  | 1,145.50          |
| 05/20/2016 | JFY | Prepare plan of reorganization.  | 2.50  | 987.50            |
| 05/23/2016 | JFY | Continue drafting plan of reorganization and related documents.                | 3.50  | 1,382.50          |
| 05/26/2016 | JFY | Continue preparation of plan of reorganization.                                | 0.80  | 316.00            |
| 05/31/2016 | JFY | Continue drafting plan of reorganization and related documents.                | 3.50  | 1,382.50          |
| 06/01/2016 | JFY | Prepare chapter 11 plan.   | 0.60  | 237.00            |
| 06/02/2016 | JFY | Continue to prepare chapter 11 plan of reorganization.                         | 1.40  | 553.00            |
| 06/10/2016 | JFY | Review and analyze potential reorganization plan items and drafting of same.   | 0.80  | 316.00            |
| 06/30/2016 | JFY | Review and analyze liquidation value issues and plan confirmation issues (.8). | 0.80  | 316.00            |
|            |     | <b>TOTAL SERVICES</b>  | 16.80 | 6,636.00          |
|            |     | <b>TOTAL THIS INVOICE</b>  |       | 6,636.00          |
|            |     | <b>TOTAL OUTSTANDING INVOICES</b>  |       | <u>\$6,636.00</u> |

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July 14, 2016

Invoice No.: 92508

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.015 Employment and Fee Applications

**PROFESSIONAL SERVICES:**

|            |     |  | Hours |                   |
|------------|-----|--|-------|-------------------|
| 06/08/2016 | BTH | Draft motion for approval of monthly fee applications and proposed order.                                      | 1.60  | 472.00            |
| 06/10/2016 | BTH | Review revisions to Motion for Approval of Monthly Fee Applications and finalize the same with proposed order. | 0.60  | 177.00            |
| 06/15/2016 | BTH | Draft motion and proposed order for interim compensation procedures.   | 2.60  | 767.00            |
|            | JFY | Review and analyze professional fee issues.  | 0.80  | 316.00            |
| 06/21/2016 | JFY | Review and analyze motion for employing ordinary course professionals and paying fees in the ordinary course.  | 0.60  | 237.00            |
|            |     | <b>TOTAL SERVICES</b>  | 6.20  | 1,969.00          |
|            |     | <b>TOTAL THIS INVOICE</b>  |       | 1,969.00          |
|            |     | <b>TOTAL OUTSTANDING INVOICES</b>  |       | <u>\$1,969.00</u> |

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